

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS**

MIDDLEBY MARSHALL, INC.,  
a Delaware corporation, and  
G.S. BLODGETT CORPORATION,  
a Vermont corporation,  
  
Plaintiffs,  
  
v.  
  
PIZZA EQUIPMENT SUPPLY, INC.,  
a North Carolina corporation.

Civil Action No. 08 C 369  
Judge Castillo  
Magistrate Judge Brown

## DECLARATION OF MARCUS BRAMHALL

Marcus Bramhall, declares and says as follows:

1. I am over 18 years of age, suffer from no known disability, and have personal knowledge of the facts set forth herein. I submit this declaration in support of Defendant Pizza Equipment Supply, Inc.'s Motion to Dismiss or, Alternatively, To Transfer To North Carolina.

2. I am the Chief Executive Officer of Pizza Equipment Supply, Inc. ("PESI"). I have held that position with PESI since 2004. I am a resident of and live in North Carolina, and do not own any property outside of North Carolina. I am competent to testify to the matters set forth herein and such are within my personal knowledge.

3. Founded in 2004, PESI is a small privately owned, equipment and parts company located in Cherryville, North Carolina. PESI sells new and used equipment, parts and accessories for the pizza making industry.

4. PESI's only facility, totaling forty thousand square feet, is located at 201 N. Sweetree Street, Cherryville, North Carolina, 28021; with a mail drop facility at 1437 E. Franklin

Boulevard, Gastonia, North Carolina, 28054. PESI does not own or lease any other property, locations, facilities or showrooms anywhere else in the country.

5. PESI does not own any real property in Illinois. PESI does not have a telephone listing or address in Illinois. PESI does not have a business license for or in Illinois. PESI does not have a bank account and does not file taxes in Illinois.

6. PESI currently has only thirty-nine employees, all of which are based in and residents of North Carolina. PESI does not have any employees that reside in Illinois, or, in fact, outside of North Carolina.

7. PESI's business activities are based in Cherryville, North Carolina. All of PESI's files and business records, including invoices, purchase orders, receipts and information concerning the accused refurbished ovens, are physically located in Cherryville, North Carolina. PESI's administration, operating, sales and payroll data are stored on servers in Cherryville, North Carolina.

8. All but one of PESI's six sales representatives are based in North Carolina. The only sales representative located outside of North Carolina is based in Philadelphia, Pennsylvania. PESI only advertises in national and international publications and on its website [www.pesi.us](http://www.pesi.us). PESI does not target any of its advertising or marketing specifically to Illinois residents or businesses. PESI's customer orders are received in, and processed and shipped from Cherryville, North Carolina.

9. PESI's advertising, marketing, planning, administration, product development activity, and sales are performed out of its facility in Cherryville, North Carolina. The entire accused refurbishment process occurs in PESI's facility located in Cherryville, North Carolina.

10. PESI's customer/consumer complaints and questions are handled in North Carolina. Any warranty issues relating to the accused refurbished ovens are handled in North Carolina.

11. In 2005, PESI's total sales in Illinois represented only 0.89% of its total sales (dollar amount withheld for confidentiality purposes) that year.

12. In 2006, PESI's total sales in Illinois represented only 2.5% of its total sales (dollar amount withheld for confidentiality purposes) that year.

13. In 2007, PESI's total sales in Illinois represented only 0.81% of its total sales (dollar amount withheld for confidentiality purposes) that year.

14. In total since 2004, PESI's total sales in Illinois represented only 1.4% of its total sales (dollar amount withheld for confidentiality purposes). Since 2004, PESI sold a total of only five (5) of the accused refurbished ovens in Illinois, which represents only 0.54% of its total sales (dollar amount withheld for confidentiality purposes). In fact, since 2004, PESI has only five (5) customers in the State of Illinois as opposed to one hundred and forty (140) customers in North Carolina and forty-seven (47) customers in South Carolina.

15. I understand that Plaintiffs in the above-captioned litigation object to, among other things, the advertisement and sale of refurbished ovens by PESI that were originally manufactured and sold by Plaintiffs. The following is a list of PESI employees who are crucial to PESI's defense of the claims brought by Plaintiffs, along with their place of residency and a brief description of their relevant knowledge and responsibility with PESI:

<b>Employee Witness (PESI Title)</b>	<b>Place of Residence</b>	<b>Relevant Knowledge, Responsibility and Expected Testimony</b>
Marcus Bramhall (CEO)	North Carolina	PESI business; process of refurbishing accused ovens; sales, advertisement and customer contact

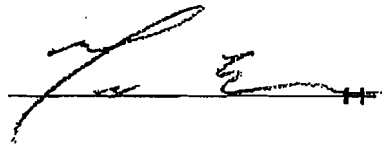
Carolyn Brown (Project Manager)	North Carolina	Oversees scheduling, quality control, delivery, installation and customer relations relating to refurbished ovens
Robert Freels (Parts Manager)	North Carolina	Orders parts for refurbished ovens
Jeremy Hatcher (Technical Supervisor)	North Carolina	Refurbishment process

16. It would be an undue burden for these employees to be forced to travel to Illinois for a trial of the matter and disruptive to PESI's business. These employees have substantial responsibilities at PESI and are critical to the day-to-day operation of PESI's business. If these witnesses were required to travel to Illinois for the purposes of this lawsuit, the ability of PESI to operate would be seriously impaired.

17. It would be a substantial hardship for PESI to have to litigate this case in Illinois and could prove to be financially devastating and a severe disruption to our business.

18. I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in this Declaration is true and correct.

Dated: March 7, 2008



Marcus Bramhall